

CALIFORNIA POLLUTION CONTROL FINANCING AUTHORITY
BOND FINANCING PROGRAM
Meeting Date: January 21, 2014
Request for Final Resolution and
Assistance from the Small Business Assistance Fund and
Request for Tax-Exempt Bond Allocation Approval

Prepared by: *Mario Wong*

Applicant: Mill Valley Refuse Service, Inc. and/or its Affiliates	Final Resolution Amount Requested: \$4,675,000 Allocation Amount Requested: \$4,115,000 Application No.: 748 (SB) Final Resolution No.: 535 Prior Actions: IR 04-06 Approved 03/30/04 Amended/Extended 12/14/04 Amended 08/22/06 Reinstated/Amended 12/17/13
Project Location: San Rafael (Marin County)	

Summary. Mill Valley Refuse Service, Inc. and/or its Affiliates (the “Company”) requests approval of a Final Resolution for an amount not to exceed \$4,675,000 and Volume Cap Allocation for an amount not to exceed \$4,115,000 to finance the acquisition of waste collection vehicles and containers, building and site improvements, and the purchase of related equipment. The Company anticipates that the project will provide air quality benefits. Additionally, the Company requests assistance with costs of issuance of \$195,840 from the Small Business Assistance Fund (SBAF).

Borrower. The Company provides commercial and residential waste, recycling and yard waste collection in the Cities of Belvedere, Tiburon, Mill Valley, Corte Madera, as well as the Alto, Holmstead and Almonte Sanitary Districts, and the surrounding unincorporated areas of Marin County. The Company also provides debris box service, storage containers and portable sanitary units. The Company was incorporated in California in April 1966 and has approximately 61 employees.

The principal stockholders of the Company are as follows:

James & Bertha Iavarone Revocable Inter Vivos Trust dated 12/05/02 – Trustee James Iavarone	25%
David J. Biggio	25%
Raymond M. Dami	25%
Dave Della Zoppa	25%
Total:	<u>100%</u>

Legal Questionnaire. The Staff has reviewed the Company’s responses to the questions contained in the Legal Status portion of the Application. No information was disclosed in the Legal Status portion of the Application that raises questions concerning the financial viability or legal integrity of this applicant.

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TEFRA. The TEFRA hearing was held on January 16, 2014. There were no comments received in support of or in opposition to this Project.

Fees. The Company has paid an Application Fee of \$2,407.50 and will pay an Administrative Fee of \$6,942.50 at closing.

SBAF Assistance. The Company is a small business eligible for assistance from the SBAF in an amount not to exceed \$195,840, based upon the requested amount of Volume Cap Allocation.

Prior Financings. Prior financings are listed below.

Description	Date of Bond Issue	Original Amount	Amount Outstanding as of 01/21/2014
Mill Valley Refuse Service, Inc. Project Series 2003A	07/11/2003	\$3,200,000	\$560,000
TOTALS:		<u>\$3,200,000</u>	<u>\$560,000</u>

Project Description. The Company intends to purchase additional waste collection vehicles and containers, and retrofit the existing fleet. The Company also intends to finance building and site improvements at its existing location, the construction of a truck wash facility, and the acquisition of a baler, software and related equipment. The par amount of the current request is intended to cover the project costs described above, the costs of issuance, as well as the refunding of the outstanding balance of the Mill Valley Refuse Service, Inc. Project Series 2003A bonds listed above.

The anticipated project and issuance costs are listed below:

Acquisition and Installation of New Equipment	\$4,549,541
Bond Issuance Expenses (including discount)	82,300
Letter of Credit or Bond Insurance Fee	<u>43,159</u>
Total Bond Amount	<u>\$4,675,000</u>

Note: The project costs reported in the Borrower's application and shown here in staff's report are estimated costs. At the time this financing closes, the estimated project costs will be finalized and stated in the Tax Certificate. Variations from the costs shown in the application and in this report may occur prior to the closing due to increased costs of certain components of the project from original estimates, and other reasons. In addition, such costs may vary after closing due also to increased costs, as well as common design and equipment modifications during construction, differences in equipment due to future changes in law or regulation or for other reasons. However, the Borrower confirms, through submission of a signed application and will confirm through covenants and representations in various bond documents, that all assets purchased with bond proceeds will qualify for tax exempt financing, that they will be used to complete the project as described, and that the average life tests required by federal law and described in the Tax Certificate will continue to be met. Tax-exempt financing may be only one source out of multiple sources of financing for a given project.

Anticipated Timeline. The Company anticipates starting construction and the acquisition of vehicles and equipment in the first quarter of 2014.

Local Government. The Company received a letter of support from David Bracken, Town Manager of Corte Madera (Attachment A).

Pollution Control and/or Environmental Benefits. The Company represents the project will generate the pollution control and environmental benefits described below.

Air Quality. The Company will purchase new diesel-powered waste collection vehicles which will lower the emissions when compared to those of the current fleet.

Taxes. The Company estimates that the projects will generate the following tax revenues:

Personal Property Taxes	\$52,000 (annually)
Sales Tax	\$320,000 (one time)
Vehicle Licensing Fee	\$50,000 (annually)

Permitting and Environmental Approvals. Since the Company will be financing the purchase of equipment and site improvements at its existing location, the Company represents that no discretionary permits or approvals are required for the development of this project.

Financing Details. The Company anticipates issuance of negotiated tax-exempt, weekly reset, variable rate bonds with a term not to exceed 30 years for the qualifying portion of the project. The Company plans to secure the bonds with an irrevocable, direct pay Letter of Credit from Comerica Bank that is rated at least “A-” by Fitch Rating Agency or equivalent. The target date for financing is February 5, 2014.

Financing Team.

- Underwriter:** Westhoff, Cone & Holmstedt
- Bond Counsel:** Orrick, Herrington & Sutcliffe LLP
- Issuer’s Counsel:** Office of the Attorney General
- Letter of Credit Bank:** Comerica Bank

Staff Recommendation. Staff recommends approval of Final Resolution No. 535 for an amount not to exceed \$4,675,000 and Volume Cap Allocation Resolution No. 11-169-01 for an amount not to exceed \$4,115,000, and a SBAF Resolution in an amount not to exceed \$195,840 for Mill Valley Refuse Service, Inc. and/or its Affiliates.

Attachment A



THE TOWN OF
CORTE MADERA
MARIN COUNTY CALIFORNIA

300 TAMALPAIS DRIVE
CORTE MADERA, CA
94925-1418

www.ci.corte-madera.ca.us

TOWN MANAGER
TOWN COUNCIL
415-927-5050

TOWN CLERK
415-927-5086

FINANCE / BUS. LICENSE
415-927-5055

FIRE DEPARTMENT
415-927-5077

PLANNING / ZONING
415-927-5064

BUILDING INSPECTOR
415-927-5062

TOWN ENGINEER
PUBLIC WORKS
415-927-5057

RECREATION DEPARTMENT
415-927-5073

SANITARY DISTRICT NO. 2
415-927-5057

TWIN CITIES POLICE AUTHORITY
415-927-5150

December 20, 2013

Ms. Renee Webster-Hawkins
Executive Director
California Pollution Control Financing Authority
915 Capitol Mall, Room 457
Sacramento, CA 95814

RE: California Pollution Control Financing Authority, Exempt
Facility Approvals
Mill Valley Refuse Service, Inc. Project

Dear Ms. Webster-Hawkins:

I write to you today on behalf of Mill Valley Refuse Service, Inc. relating to their environmental project, for which approval will be requested at the California Pollution Control Financing Authority ("CPCFA") meeting in January, 2014.

My staff and I have worked with the management of Mill Valley Refuse Service, Inc. over the last few years in their development and permitting of the proposed project and they now are ready for final approval of the financing. I understand that in order to receive approval for the issuance of tax exempt bonds, on whose lower interest rates the "project" economics have been based, that CPCFA must grant part of the State's allocation for "private activity" bonds as defined by the federal government to the Project.

We and Mill Valley Refuse Service, Inc. agree that the implementation of this project is a cost effective addition to our overall program, taking into account cost, technology and expected waste diversion.

On behalf of the Town of Corte Madera I would appreciate it if you would approve the Mill Valley Refuse Service, Inc. Project at your meeting in January. Thank you.

Sincerely,

David Bracken
Town Manager

cc: Mill Valley Refuse Service

**FINAL BOND RESOLUTION OF THE
CALIFORNIA POLLUTION CONTROL FINANCING AUTHORITY
RELATING TO FINANCING AND/OR REFINANCING OF SOLID WASTE DISPOSAL
FACILITIES AND EQUIPMENT FOR
MILL VALLEY REFUSE SERVICE, INC. AND/OR ITS AFFILIATES**

January 21, 2014

WHEREAS, the California Pollution Control Financing Authority (the “Authority”) has received the application of Mill Valley Refuse Service, Inc., a California corporation (the “Borrower”), for financial assistance to finance and/or refinance the acquisition, construction and rehabilitation of solid waste disposal facilities and equipment, located in Marin County, and all as more particularly described in the Term Sheet (the “Term Sheet”) attached hereto as Exhibit A and incorporated herein (the “New Project”); and

WHEREAS, the Authority has previously issued its California Pollution Control Financing Authority Variable Rate Demand Solid Waste Disposal Revenue Bonds (Mill Valley Refuse Service, Inc. Project) Series 2003A (the “Prior Bonds”); and

WHEREAS, the Borrower now wishes to refund the Prior Bonds; which were used to finance or refinance the acquisition of land, vehicles and equipment for the processing and disposal of solid waste, as more particularly described in the Term Sheet (the “Prior Project,” and together with the New Project, the “Project”); and

WHEREAS, the Borrower has requested the Authority to issue its revenue bonds from time to time in an amount not to exceed \$4,675,000 to assist in the financing and/or refinancing of the Project and the refunding of the Prior Bonds; and

WHEREAS, the proceeds of such revenue bonds will be loaned to the Borrower under a loan agreement with the Authority; and

WHEREAS, final approval of the terms of such revenue bonds and certain documents relating to such revenue bonds and revenue refunding bonds is now sought; and

WHEREAS, the Borrower has provided documentation to the Authority demonstrating that the Project has complied with Division 13 (commencing with Section 21000) of the Public Resources Code, or is not a project under that division; and

WHEREAS, in order to enhance the marketability of the bonds, the Borrower has arranged for the financial institution named in the Term Sheet to secure the bonds through the issuance of its direct-pay irrevocable letter of credit, thereby guaranteeing their repayment;

NOW, THEREFORE, BE IT RESOLVED by the California Pollution Control Financing Authority, as follows:

Section 1. The Project constitutes a “project” and the Borrower is a “participating party” within the meaning of the California Pollution Control Financing Authority Act (the “Act”).

Section 2. Pursuant to the Act, revenue obligations of the Authority, designated as the “California Pollution Control Financing Authority Variable Rate Demand Solid Waste Disposal Revenue Bonds (Mill Valley Refuse Service, Inc. Project), Series 2014” (the “Bonds”), or such alternate designation as may be approved by the Executive Director of the Authority, in an aggregate principal amount not to exceed \$4,675,000 are hereby authorized to be issued. The Bonds may be issued at one time, or from time to time, in one or more series separately or differently identified, and may be issued in a tax exempt or taxable mode, in accordance with the Indenture (as hereinafter defined) as finally executed. The proceeds of the Bonds shall be used to make a loan to the Borrower to finance and/or refinance the Project (including without limitation, reimbursing the Borrower for costs incurred for the New Project prior to the issuance of the Bonds) and to pay a portion of the costs of issuance of the Bonds.

Section 3. The Treasurer of the State of California (the “Treasurer”) is hereby authorized to sell the Bonds, at one time or from time to time on or before May 21, 2014, by negotiated sale, at such price, at such interest rate or rates and in such mode (taxable or tax-exempt) as he may determine, such determination to be as set forth in the hereinafter referred to Purchase Agreement.

Section 4. The following documents:

- i. a Loan Agreement relating to the Bonds between the Authority and the Borrower (the “Loan Agreement”);
- ii. an Indenture relating to the Bonds (the “Indenture”), between the Authority and the trustee named in the Term Sheet (the “Trustee”);
- iii. a bond purchase agreement relating to the Bonds among the Authority, the Treasurer of the State of California and the underwriter named in the Term Sheet (the “Underwriter”), and approved by the Borrower, (the “Purchase Agreement”); and
- iv. the official statement relating to the Bonds (in the form of either the “Preliminary Official Statement” or the final “Official Statement”).

are hereby approved in substantially the forms on file with the Authority prior to this meeting, with such insertions, deletions or changes therein (including, without limitation, insertions, deletions or changes therein appropriate to reflect the form of credit enhancement for the Bonds) in substantial conformance with the Term Sheet as the officer(s) executing and/or delivering the same may require or approve, such approval to be conclusively evidenced by execution and delivery thereof in the case of the Loan Agreement, the Indenture and the Purchase Agreement and by delivery thereof in the case of the Preliminary Official Statement or the Official Statement.

Section 5. The Authority understands and agrees that pursuant to the terms of the Loan Agreement the obligations of the Borrower may, under some circumstances, be carried out or assumed by a successor or assignee entity or by Affiliates of such Borrower. For purposes of this Resolution, an “Affiliate” of the Borrower means any person or entity which meets the definition of “Participating Party” in the Act and controls, is controlled by, or is under common control with, the Borrower, as shown by the possession, directly or indirectly, of the power to direct or cause the direction of its management or policies, whether through majority equity ownership, contract or otherwise.

Section 6. The dates, maturity dates, interest rate or rates, interest payment dates, denominations, forms, registration privileges, place or places of payment, terms of redemption and other terms of each series of the Bonds shall be as provided in the Indenture, as finally executed.

Section 7. The Underwriter is hereby authorized to distribute the Preliminary Official Statement to persons who may be interested in the purchase of the Bonds. The Underwriter is hereby directed to deliver a copy of the final Official Statement to all actual purchasers of the Bonds.

Section 8. The Bonds shall be executed by the manual or facsimile signature of the Chairman or any Deputy to the Chairman and the seal of the Authority shall be affixed thereon (or a facsimile reproduced thereon) in the form set forth in and otherwise in accordance with the Indenture. The Bonds, when executed, shall be delivered to the Trustee under the Indenture for authentication by the Trustee. The Trustee is hereby requested and directed to authenticate the Bonds by executing the Trustee's certificate of authentication appearing thereon. The Trustee is hereby requested and directed to deliver the Bonds, when duly executed and authenticated, to The Depository Trust Company, New York, New York, on behalf of the Underwriter in accordance with written instructions executed on behalf of the Authority, which instructions are hereby approved. Such instructions shall provide for the delivery of the Bonds to The Depository Trust Company, on behalf of the Underwriter thereof, upon payment of the purchase price thereof.

Section 9. The Authority hereby dedicates and confirms its allocation to the Bonds of \$4,115,000 of a portion of the 2011 State Ceiling on qualified private activity bonds as previously received from the California Debt Limit Allocation Committee and carried forward by the Authority to finance and/or refinance certain costs of the Project and to pay certain costs of issuance of the Bonds, so as to satisfy the requirements of Section 146(e) of the Internal Revenue Code of 1986, with respect to the Bonds.

Section 10. Each officer of the Authority, acting alone, is hereby authorized and directed to do any and all ministerial acts that the officer may deem necessary or advisable in order to consummate the issuance, sale, delivery or remarketing of the Bonds, and otherwise to effectuate the purposes of this Resolution and the Indenture, the Loan Agreement, the Purchase Agreement and the Official Statement. The Authority hereby approves any and all documents to be delivered in furtherance of the foregoing purposes, including, without limitation, any certifications and one or more tax certificates.

Section 11. The provisions of the resolution of the Authority entitled "Resolution of the California Pollution Control Financing Authority Delegating Certain Powers and Authorizing Certain Actions Related to Bond Financings" adopted by the Authority on January 21, 2014, apply to the documents and actions approved in this Resolution, and the provisions of such resolution are incorporated herein by reference.

Section 12. The Authority hereby approves and ratifies each and every action taken by its officers, agents, members and employees prior to the date hereof in furtherance of the purposes of this Resolution.

Section 13. This Resolution shall take effect immediately upon its passage. The adoption by the Authority of this Resolution for the Borrowers shall not be referred to in any application before any government agency as evidence of the feasibility, practicality or suitability of the Project or in any application for any required permission or authority to construct or operate the Project.

EXHIBIT A

TERM SHEET

Name of Issue: California Pollution Control Financing Authority Variable Rate Demand Solid Waste Disposal Revenue Bonds (Mill Valley Refuse Service, Inc. Project), Series 2014 (the “Bonds”)

Maximum Amount of Issue: \$4,675,000.

Issuer: California Pollution Control Financing Authority (the “Authority”), Sacramento, CA

Borrower: Mill Valley Refuse Service, Inc.

Trustee: The Bank of New York Mellon Trust Company, N.A.

Senior Underwriter or Placement Agent: Westhoff, Cone & Holmstedt

Bond Counsel: Orrick, Herrington & Sutcliffe LLP, San Francisco, CA

Remarketing Agent: Westhoff, Cone & Holmstedt

New Project A portion of the Bond proceeds will finance the acquisition of solid waste collection vehicles, containers, bailers and related equipment, the retrofitting of certain solid waste collection vehicles and the acquisition, construction, improvement, renovation, rehabilitation and/or installation of buildings, facilities and equipment, including vehicle wash facilities, to be located in Marin County, California (the “County”) at: (a) 112 Front Street, San Rafael, California; (b) 123 Mill Street, San Rafael, California; (c) 120 Front Street, San Rafael, California; and (d) 2031 E. Francisco Avenue, San Rafael, California.

Prior Projects

A portion of the Bond proceeds will refund the Prior Bonds, which were used to finance or refinance the acquisition of land, collection vehicles and collection containers to service customers in certain cities, sanitary districts and unincorporated areas of the County. The financed land was located at 126 and 128 Front Street, San Rafael, California, 94912 (collectively, the “Site”), the financed vehicles were located at the Site or 112 Front Street, San Rafael, California 94912 and the financed collection containers were located with customers in certain cities, sanitary districts and unincorporated areas of County.

All financed assets are owned or will be owned and/or operated by the Borrower and/or an affiliate thereof. The vehicles and containers currently serve or will be used to service the Borrower’s customers throughout the Borrower’s service territory in the County, and the containers will be located at the addresses of the Borrower’s customers.

Maximum Bond Term:	Not to exceed 30 years
Type of Sale:	Negotiated sale
Description of Minimum Denominations:	\$100,000 or any integral multiple of \$5,000 in excess thereof while in variable rate mode
Financing Structure:	Variable rate demand bonds; convertible to fixed rate pursuant to the Indenture
Maximum Interest Rate:	12%
Letter of Credit:	Comerica Bank
Other Credit Enhancement:	Not applicable
Anticipated Bond Rating:	Minimum “A”
Type of Financing:	Solid waste disposal revenue bonds
Prepared by:	Tony Cone, (925) 472-8750

**RESOLUTION OF THE CALIFORNIA
POLLUTION CONTROL FINANCING AUTHORITY
RELATING TO ASSISTANCE FROM THE SMALL
BUSINESS ASSISTANCE FUND FOR
MILL VALLEY REFUSE SERVICE, INC. AND/OR ITS AFFILIATES**

January 21, 2014

WHEREAS, the California Pollution Control Financing Authority (the “Authority”) has approved the application of Mill Valley Refuse Service, Inc. (the “Borrower”) for financial assistance to finance and/or refinance the acquisition, construction and rehabilitation of solid waste disposal facilities and equipment, all as more particularly described in Application No. 748(SB) of the Borrower (the “Project”) and has adopted its Resolution No. 535 (the “Final Resolution”) authorizing the issuance of revenue bonds to provide such financial assistance; and

WHEREAS, the Authority has established the Small Business Assistance Fund (the “Fund”) to assist small businesses to obtain pollution control financing through the issuance of tax-exempt revenue bonds (the “Bonds”); and

WHEREAS, the Authority has received and accepted an application from the Borrower for assistance from the Fund; and

WHEREAS, the Borrower has demonstrated a financial capability to make loan payments to the satisfaction of Comerica Bank, as the issuer of a direct pay irrevocable letter of credit securing the Bonds, as named in the Final Resolution; and

WHEREAS, authorization of assistance from the Fund is now sought;

NOW, THEREFORE, BE IT RESOLVED by the California Pollution Control Financing Authority, as follows:

Section 1. The Borrower (as defined in the Final Resolution) is a “Small Business” as classified pursuant to Title 13 Code of Federal Regulations, Part 121, Subpart A (1-1-94 edition) or it has 500 employees or less, and is otherwise eligible for assistance from the Fund.

Section 2. The Project constitutes a “project” within the meaning of the California Pollution Control Financing Authority Act.

Section 3. The Authority hereby authorizes and approves up to \$195,840 of assistance from the Fund to the Borrower to be used for payment of initial Letter of Credit fees and certain costs of issuance of the Bonds. The actual amount of assistance shall be determined by the Executive Director of the Authority based upon the final terms of the sale of the Bonds.

Section 4. The Executive Director of the Authority is hereby authorized and directed, acting alone, to do any and all ministerial acts and to execute and deliver a contract for financial assistance with the Borrower in conformance with the terms of this resolution, which he or she may deem necessary or advisable in order to provide the assistance from the Fund and otherwise to effect the purposes of this resolution.

Section 5. This resolution shall take effect immediately upon adoption hereof. The adoption by the Authority of this resolution for the Borrower shall not be referred to in any application before any government agency as evidence of the feasibility, practicality or

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suitability of the Project or in any application for any required permission or authority to construct or operate the Project.

THE CALIFORNIA POLLUTION CONTROL FINANCING AUTHORITY

RESOLUTION NO. 11-169-01

**A RESOLUTION DEDICATING FOR USE OF A PORTION OF THE 2011 STATE
CEILING ON QUALIFIED PRIVATE ACTIVITY BONDS FOR AN
EXEMPT FACILITY PROJECT**

WHEREAS, the California Pollution Control Financing Authority (“CPCFA”) has received an application (“Application”) from Mill Valley Refuse Service, Inc. and/or its Affiliates (“Project Sponsor”) for approval of the issuance of revenue bonds; and

WHEREAS, on January 21, 2014, CPCFA approved Final Resolution No. 535 (“Final Resolution”) authorizing the issuance of up to \$4,675,000 of its solid waste disposal revenue bonds (Mill Valley Refuse Service, Inc. Project) Series 2014 (“Bonds”); and

WHEREAS, in seeking CPCFA approval of the Final Resolution, the Project Sponsor represented certain facts and information concerning the project to CPCFA which were relied upon by CPCFA in approving the Final Resolution; and

WHEREAS, the California Debt Limit Allocation Committee (“CDLAC”) has previously transferred to CPCFA a portion of the 2011 State Ceiling on Qualified Private Activity Bonds pursuant to Section 146 of the Internal Revenue Code of 1986, as amended, for use by CPCFA to issue bonds or other obligations in a manner consistent with CDLAC’s policies and procedures. Accordingly, capitalized terms not otherwise defined shall have the meanings ascribed to them in the “Procedures of the California Debt Limit Allocation Committee Implementing the Allocation of State Ceiling on Private Activity Bonds” (“CDLAC Procedures”); and

WHEREAS, it is appropriate for CPCFA to confirm the use of a portion of the 2011 State Ceiling on Qualified Private Activity Bonds allocated to CPCFA (“CPCFA Allocation”) to the issuance of the Bonds as set forth in the Final Resolution;

NOW, THEREFORE, CPCFA resolves as follows:

Section 1. CPCFA Allocation in the amount of \$4,115,000 is hereby dedicated to the issuance of the Bonds. The dedicated CPCFA Allocation may be used only by the Project Sponsor and only for the issuance of Bonds for the Project, as specifically described in Exhibit A, and consistent with the terms of the Final Resolution. All of the terms and conditions of Exhibit A, and the Final Resolution are incorporated herein as though set forth in full (this resolution, the Final Resolution and Exhibit A, collectively “Resolution”).

Section 2. The terms and conditions of this Resolution shall be incorporated in appropriate documents relating to the Bonds, and the Project Sponsor and all its respective successors and assignees, will be bound by such terms and conditions.

Section 3. Any modification to the Project made prior to the issuance of the Bonds must be reported to the Executive Director and shall require reconsideration by the CPCFA before the Allocation may be used for the Project.

Section 4. The CPCFA Allocation dedicated by this Resolution shall automatically revert to CPCFA unless the Bonds for the Project have been issued by CPCFA by the close of business on **May 21, 2014**. In a case of extreme hardship, the Deputy Executive Director or the Executive Director may extend this date by up to thirty (30) business days.

Section 5. Within twenty-four (24) hours of issuing the Bonds, CPCFA shall notify CDLAC via the email or the fax number as provided in Section 5140 of the CDLAC Regulations that the Bonds have been issued. This notice shall identify the Project Sponsor, the project or program, the date and amount of the Bonds issued.

Section 6. Within fifteen (15) calendar days of the Bond closing, CPCFA or its counsel shall formally transmit to CDLAC information regarding the issuance of the Bonds by submitting the appropriate completed Report of Action Taken in a form prescribed by and made available by CDLAC.

Section 7. Any differences between the amount of Bonds issued and the amount of the CPCFA Allocation dedicated in Section 1 of this Resolution shall automatically revert to CPCFA. If at any time prior to the expiration date set forth in Section 4 hereof the Project Sponsor determines that part or all of the CPCFA Allocation dedicated in Section 1 of this Resolution will not be required by the Project by that date, the Project Sponsor shall promptly give notice to CPCFA.

Section 8. In consideration of the CPCFA Allocation dedicated in Section 1 of this resolution, the Project Sponsor shall comply with all of the terms and conditions contained in this Resolution and ensure that these terms and conditions are included in the documents related to the Bonds. Further, the Project Sponsor expressly agrees that the terms and conditions of this Resolution may be enforced by CDLAC or CPCFA through an action for specific performance or any other available remedy, provided however, that CDLAC and CPCFA agree not to take such action or enforce any such remedy that would be materially adverse to the interests of Bondholders. In addition, CPCFA shall ensure that the Bond documents, as appropriate, expressly provide that CDLAC is a third party beneficiary of the terms and conditions set forth in this Resolution.

Section 9. The Project Sponsor or its successor-in-interest shall provide certifications of compliance with the terms and conditions set forth in this Resolution when reasonably requested by CDLAC or CPCFA.

Section 10. This Resolution shall take effect immediately upon its adoption.

RESOLUTION NO. 11-169-01
(AN EXEMPT FACILITY PROJECT)
EXHIBIT A

1. Project Sponsor: Mill Valley Refuse Service, Inc. and/or its Affiliates
2. Application #: 748 (SB)
3. Project User: Mill Valley Refuse Service, Inc. and/or its Affiliates
4. Project Name: Mill Valley refuse Service, Inc.
5. Location: San Rafael (Marin County)
6. Credit Enhancement Provider: Comerica Bank
7. The Credit Enhancement Provider at the time of issuance will be the same as represented in the application.
8. Amount of Allocation: \$4,115,000